



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

RECORDATION NO. 7444-K FILED 1425

JUL 19 1989 - 11 05 AM

9-200A003

Writer's Direct Dial Number

INTERSTATE COMMERCE COMMISSION

(804) 629-2818

July 17, 1989

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Dear Ms. McGee:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Release, Satisfaction and Bill of Sale, a secondary document, dated as of June 19, 1989. The primary document to which this is connected is recorded under Recordation No. 7444.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Morgan Guaranty Trust Company
of New York
30 West Broadway
New York, NY 10015

LESSEE/GUARANTOR: Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
40	70-ton Boxcars	XM	527660-527699
400	100-ton Hopper Cars	HM	103300-103699
100	70-ton Air Pac Boxcars	XP	529690-529789
100	70-ton DF Boxcars	XL	549650-549749
125	70-ton DF Boxcars	XL	549525-549649
125	70-ton Boxcars	XM	540053-540177
7	Diesel Electric Locomotives	B-B	3921-3927

A fee of \$13.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510.

A short summary of the document to appear in the index follows:

Release, Satisfaction and Bill of Sale dated June 19, 1989, to terminate Equipment Trust Agreement with Recordation No. 7444, dated April 15, 1974, and covering 40 boxcars numbered 527660-527699, 400 hopper cars numbered 103300-103699, 100 boxcars numbered 529690-529789, 100 boxcars numbered 549650-549749, 125 boxcars numbered 549525-549649, 125 boxcars numbered 540053-540177, and 7 diesel electric locomotives numbered 3921-3927.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Gary Lane', with a stylized flourish extending to the right.

J. Gary Lane
General Attorney

JGL/dps

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/24/89

OFFICE OF THE SECRETARY

J. Gary Lane
General Attorney
Norfolk Southern Corp.
Three Commerce Place
Norfolk, VA. 23510-2191

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/19/89 , at 11:05am , and assigned recordation number(s). 7444-K

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RELEASE AND SATISFACTION AND BILL OF SALE

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 2 of 1974, 8 1/4% Equipment Trust Certificates
due annually April 15, 1975 through April 15, 1989

RECORDATION #3 7444-K
JUL 19 1989 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Morgan Guaranty Trust Company of New York, as Trustee under a certain Equipment Trust Agreement dated as of April 15, 1974, between Morgan Guaranty Trust Company of New York, Trustee, and Southern Railway Company such agreement establishing Southern Railway Equipment Trust No. 2 of 1974, hereby certifies that all of the \$15,000,000 principal amount of 8 1/4% Equipment Trust Certificates and dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and all obligations of Southern Railway Company under said Agreement have been fully complied with and performed.

NOW, THEREFORE, in consideration of \$1.00 and other valuable consideration, Morgan Guaranty Trust Company of New York does hereby (1) declare said Agreement to be satisfied and cancelled, (2) consent that the same be discharged of record, and (3) sell, assign, convey, transfer, set over, release and quit-claim unto Southern Railway Company without warranty or guaranty of any kind express or implied all its right, title, and interest in and to all of the railroad equipment of every character described in said Agreement without any representation as to the present existence or condition of said equipment or whether it is now in the possession of Southern Railway Company.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York has caused these presents to be executed in its name by one of its Assistant Vice Presidents as of this 19th day of June, 1989.

ATTEST:

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, Trustee

Catherine F. Donohue
Assistant Secretary

By: [Signature]
Assistant Vice President

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 19th day of June, 1989, before me personally appeared F. J. Gillhaus, to me personally known, who, being duly sworn, says that he is an Assistant Vice President of Morgan Guaranty Trust Company of New York, that one of the corporate seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

SIMONE G. VINOCOUR
NOTARY PUBLIC, State of New York
No. 31-4938491
Qualified in New York County
Commission Expires November 7, 1990